

**UNITED STATES DISTRICT COURT  
DISTRICT OF VERMONT**

CITIBANK, N.A., as assignee of  
CITICAPITAL MUNICIPAL FINANCE

Plaintiff

- v -

CITY OF BURLINGTON and MCNEIL, LEDDY &  
SHEAHAN, P.C.

Defendants.

Docket No. 2:11-cv-00214-wks

**PARTIES' JOINT MOTION TO STAY PROCEEDING  
PENDING COMPLETION OF PARTIES' MEDIATED SETTLEMENT AGREEMENT  
AND JOINT MOTION TO AMEND STIPULATED ORDER**

Plaintiff Citibank, N.A. ("Citibank"), Defendant City of Burlington ("Burlington"), and Defendant McNeil, Leddy & Sheahan, P.C. ("McNeil, Leddy") (together, the "Parties"), by and through their respective counsel, respectfully request that the Court stay this action, toll all deadlines in the above-captioned action, and defer ruling on any pending motions, so that the Parties may comply with the terms of a Mediated Settlement Agreement entered into by the Parties after a two-day Early Neutral Evaluation session held January 21 to 22, 2014.

As part of the Mediated Settlement Agreement the Parties also ask this Court to amend its March 27, 2012 Joint Stipulation and Order ("the Order"). The Parties seek to amend Paragraph 1 of the Order so that all further monthly payments under Paragraph 1 will be paid to Citibank and that no payments will be made into the Court. Paragraph 1 is further amended so as to obligate Burlington to make monthly payments to Citibank in an amount equal to the greater of (a) sixty percent (60%) of the "Net Cash Flow" as presently defined in the Order, or (b) \$50,000.00 per month from the net revenues of Burlington Telecom. The Parties further amend

Paragraph 1 to state that when the sum paid to Citibank under the amended Order reaches a total of \$250,000.00, Burlington will then pay on a monthly basis to Citibank sixty percent of “Net Cash Flow” as defined in the Order. The Parties agree that while this proceeding is stayed, and in accordance with the Mediated Settlement Agreement, Burlington will continue to make these payments to Citibank under the Order as amended. The Parties further agree that the payments will terminate upon dismissal of this action.

Respectfully submitted,

Dated: January 31, 2014

CITIBANK, N.A., AS ASSIGNEE OF CITICAPITAL  
MUNICIPAL FINANCE

By its attorneys

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THE CITY OF BURLINGTON

By its attorneys

Dated: January 31, 2014

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By its attorneys

Dated: January 31, 2014

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